

RECORDATION NO. 27/36 FILED

AUG 31 '07 -12 45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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August 31, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 31, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Buyer	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018

Mr. Vernon A. Williams
August 31, 2007
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A description of the railroad equipment covered by the enclosed document is:

50 railcars: TILX 637853 – TILX 637902.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of August 31, 2007 ("Memorandum") is between Trinity Industries Leasing Company, a Delaware corporation ("Seller") and First Union Rail Corporation, a North Carolina corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider Two (2) to Railroad Car Lease Agreement dated October 17, 2006 ("Rider 2") between Aventine Renewable Energy, Inc. (successor in interest to Williams Ethanol Services) ("Lessee") and Seller, which incorporates by reference that certain Railroad Car Lease Agreement dated January 14, 2003 (the "Master Lease") between Lessee and Seller. Rider 2 and the Master Lease, to the extent incorporated into Rider 2 are hereinafter referred to as the "Lease Documents."

B. Buyer and Seller are parties to that certain Purchase Agreement dated August 31, 2007, and Assignment and Assumption Agreement dated August 31, 2007 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

TRINITY INDUSTRIES LEASING COMPANY

By: 

Name: Eric Marchetto

Title: Vice President

FIRST UNION RAIL CORPORATION

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: _____
Title: _____

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales and Marketing

SCHEDULE 1
Description of Equipment

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>
1	Aventine Renewable Energy, Inc.	TILX 637853
2	Aventine Renewable Energy, Inc.	TILX 637854
3	Aventine Renewable Energy, Inc.	TILX 637855
4	Aventine Renewable Energy, Inc.	TILX 637856
5	Aventine Renewable Energy, Inc.	TILX 637857
6	Aventine Renewable Energy, Inc.	TILX 637858
7	Aventine Renewable Energy, Inc.	TILX 637859
8	Aventine Renewable Energy, Inc.	TILX 637860
9	Aventine Renewable Energy, Inc.	TILX 637861
10	Aventine Renewable Energy, Inc.	TILX 637862
11	Aventine Renewable Energy, Inc.	TILX 637863
12	Aventine Renewable Energy, Inc.	TILX 637864
13	Aventine Renewable Energy, Inc.	TILX 637865
14	Aventine Renewable Energy, Inc.	TILX 637866
15	Aventine Renewable Energy, Inc.	TILX 637867
16	Aventine Renewable Energy, Inc.	TILX 637868
17	Aventine Renewable Energy, Inc.	TILX 637869
18	Aventine Renewable Energy, Inc.	TILX 637870
19	Aventine Renewable Energy, Inc.	TILX 637871
20	Aventine Renewable Energy, Inc.	TILX 637872
21	Aventine Renewable Energy, Inc.	TILX 637873
22	Aventine Renewable Energy, Inc.	TILX 637874
23	Aventine Renewable Energy, Inc.	TILX 637875
24	Aventine Renewable Energy, Inc.	TILX 637876
25	Aventine Renewable Energy, Inc.	TILX 637877
26	Aventine Renewable Energy, Inc.	TILX 637878
27	Aventine Renewable Energy, Inc.	TILX 637879
28	Aventine Renewable Energy, Inc.	TILX 637880
29	Aventine Renewable Energy, Inc.	TILX 637881
30	Aventine Renewable Energy, Inc.	TILX 637882
31	Aventine Renewable Energy, Inc.	TILX 637883
32	Aventine Renewable Energy, Inc.	TILX 637884
33	Aventine Renewable Energy, Inc.	TILX 637885
34	Aventine Renewable Energy, Inc.	TILX 637886
35	Aventine Renewable Energy, Inc.	TILX 637887
36	Aventine Renewable Energy, Inc.	TILX 637888
37	Aventine Renewable Energy, Inc.	TILX 637889
38	Aventine Renewable Energy, Inc.	TILX 637890
39	Aventine Renewable Energy, Inc.	TILX 637891
40	Aventine Renewable Energy, Inc.	TILX 637892
41	Aventine Renewable Energy, Inc.	TILX 637893
42	Aventine Renewable Energy, Inc.	TILX 637894
43	Aventine Renewable Energy, Inc.	TILX 637895
44	Aventine Renewable Energy, Inc.	TILX 637896
45	Aventine Renewable Energy, Inc.	TILX 637897
46	Aventine Renewable Energy, Inc.	TILX 637898
47	Aventine Renewable Energy, Inc.	TILX 637899
48	Aventine Renewable Energy, Inc.	TILX 637900
49	Aventine Renewable Energy, Inc.	TILX 637901
50	Aventine Renewable Energy, Inc.	TILX 637902

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/31/07



Robert W. Alvord